

RECEIVED UNITED STATES DEPARTMENT OF JUSTICE
DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20530

MAR 25 4 23 PM '76

AMENDMENT TO REGISTRATION STATEMENT

REGISTRATION UNIT
CRIMINAL DIVISIONPursuant to the Foreign Agents
Registration Act of 1938, as amended.

1. Name of Registrant CHINA BOOKS & PERIODICALS, Inc.	2. Registration No. 1350
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3. This amendment is filed to accomplish the following indicated purpose or purposes:

- ☐ To correct a deficiency in
☐ Initial Statement
☐ Supplemental Statement for _____
☐ To give a 10-day notice of a change in information as required by Section 2(b) of the Act.
☐ Other purpose (specify) _____
☒ To give notice of change in an exhibit previously filed. **EXHIBIT C**

4. If this amendment requires the filing of a document or documents, please list -

- 1) Articles of Incorporation & Charter
- 2) ByLaws

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

EXHIBIT C as required by Rule 201 (c) promulgated under the Foreign Agents Registration Act

- 1) Articles of Incorporation & Charter of China Books & Periodicals, Inc. Filed in the Office of the Secretary of State of the State of California Dec 26 1974
- 2) Bylaws of China Books & Periodicals, INC.

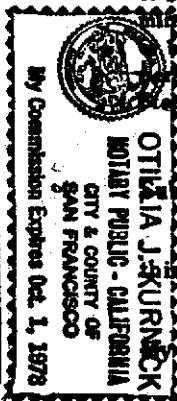
The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this amendment and that he is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his (their) knowledge and belief.

(Both copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)

Henry N. Poyes
Christopher Poyes
Thyllis Horner

Subscribed and sworn to before me at San Francisco, California19th day of March, 19 76commission expires Oct 1, 1978

Ottelia J. Kurnick
 (Notary or other officer)





OFFICE OF THE
SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

DEC 27 1974



Edmund G. Brown Jr.
Secretary of State

728414

ARTICLES OF INCORPORATION

OF

CHINA BOOKS & PERIODICALS, INC.

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

DEC 26 1974

EDMUND G. BROWN Jr., Secretary

Janet E. Jouregei
Deputy

I

The name of this corporation is China Books & Periodicals, Inc.

II

The purposes for which this corporation is formed are:

- (a) To engage primarily in and conduct the specific business of operating a book store.
- (b) To engage generally in the business of importing, buying, printing, collecting, and otherwise acquiring books, periodicals, reading material, posters, art reproductions, phonograph records, taperecordings and other objects of art and literature; then publishing, selling and otherwise distributing the same to the public and other businesses.
- (c) To engage in any business related or unrelated to those described in clauses (a) and (b) of this article that are from time to time authorized or approved by the Board of Directors of the corporation.
- (d) To act as principal, agent, partner, or joint venturer, or in any other legal capacity in any transaction;
- (e) To do business anywhere in the world;
- (f) To have and exercise all rights and powers from time to time granted to a corporation by law.

The above clauses shall not be limited by reference to or inference from one another, but each purpose clause shall be construed as a separate statement conferring independent purpose and powers on the corporation.

III

The principal office for the transaction of the business of this corporation is located in the County of San Francisco, State of California.

IV

The number of directors of this corporation is five.

V

The name and address of each person appointed to act as a first director is;

Henry H. Noyes	2929 24th Street San Francisco, Ca., 94110
Chris Noyes	414 Vienna Street San Francisco, Ca., 94112
Phyllis Horner	515 E. Meadow Dr., Palo Alto, Ca., 94306
K.C. Fong	125 5th Ave., New York, N.Y., 10003
David Shimasaki	210 W. Madison St., Chicago, Ill., 60606

VI

The total number of shares which this corporation shall have authority to issue is 30,000 shares, all of one class. The aggregate par value of said shares is \$150,000

and the par value of each share is five dollars (\$5.00). This article can be amended only by the vote or written consent of the holders of at least two-thirds (2/3) of the outstanding shares.

VII

Before any shareholder can sell or transfer his stock of the corporation, he shall first offer the stock to the corporation and then to the shareholders in the following manner: The offering shareholder shall mail or personally deliver a written offer to the Secretary of the Corporation, stating the number of shares to be sold or transferred and the terms of the proposed sale. The Secretary shall transmit this information to the Board of Directors of the Corporation. If the Corporation desires to purchase, it shall give written notice,, delivered personally or by mail, to the offering shareholder informing the offeror of the Corporation's election to purchase a stated number or the entirety of the shares being offered. That notice shall be mailed within ten (10) days of receipt of the offer. If the corporation does not elect to purchase all of the shares being offered, the Secretary of the Corporation shall deliver to the shareholders a copy of the offer. That copy shall be mailed to the shareholders within 5 days of the date of decision by the Corporation to buy less than the total number of shares being offered. Upon receipt of the offer, the shareholders shall have ten days in which to

mail acceptance of the offer to the offeror. Should more shares be accepted than are offered, a shareholder shall be entitled to purchase that fraction of the offer which is equal to the proportion of shares that he holds to the total shares outstanding at the time of the offer. Accounting for delays due to mail service, the offering shareholder shall be free to sell the public all shares within thirty (30) days of the initial notice to the corporation by the offeror unless all of the offered shares are accepted by the Corporation and of the shareholders.

VIII

Each holder of shares of this corporation shall be entitled to full preemptive rights, as these rights are defined by law, to subscribe for and purchase his proportional part of any shares that may be issued at any time by the corporation. This article can only be amended by the vote or written consent of the holders of two-thirds (2/3) of the outstanding shares.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation on the dates following their respective signatures.

Henry H. Noyes
Henry H. Noyes
Incorporator

Date; 12-20-74

Chris Noyes
Chris Noyes
Incorporator

Date; 12/20/74

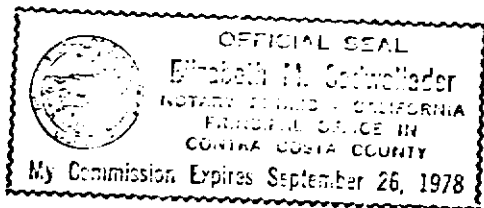
Phyllis Horner
Phyllis Horner
Incorporator

Date 12-20-74

STATE OF CALIFORNIA)
) ss.
COUNTY OF CONTRA COSTA)

On this 20th day of December, 1974, before me,
Elizabeth M. Cadwallader, a Notary Public in and for the
County of Contra Costa, State of California, residing
therein, duly commissioned and sworn, personally appeared
HENRY NOYES, CHRIS NOYES, and PHYLLIS HORNER, known
to me to be the persons whose names are subscribed to the
foregoing Articles of Incorporation, and acknowledged to
me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal on the day and year first above written.



Elizabeth M. Cadwallader
NOTARY PUBLIC

K.C. Fung
K.C. Fung
Incorporator

Date; Dec. 17, 1974

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On the 17th day of November, 1977, before me,
LOUIS SCHWARTZ, a Notary Public in and for
the County of NASSAU, State of New York, residing therein,
duly commissioned and sworn, personally appeared K.C. FOUNG,
known to me to be the person whose name is subscribed to the
foregoing Articles of Incorporation, and acknowledged to me
that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal on the day and year first above
written.

LOUIS SCHWARTZ
Notary Public, State of New York
Qualified in Nassau County
No. 34-8534700

Commission Expires March 30, 1978

Louis Schwartz
NOTARY PUBLIC

David Shimasaki

David Shimasaki
Incorporator

Date:

12/11/74

STATE OF ILLINOIS)
) ss.
COUNTY OF Cook)

On the 11 day of Dec, 1976, before me,
James W. Hogeveen, a Notary Public in and for
the County of Cook, State of Illinois, residing therein,
duly commissioned and sworn, personally appeared

DAVID SHIMASAKI, known to me to be the person whose name is
subscribed to the foregoing Articles of Incorporation, and
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal on the day and year first above
written.

James W. Hogeveen
NOTARY PUBLIC

RECEIVED
SERIALS
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BYLAWS
OF
CHINA BOOKS AND PERIODICALS, INC.

ARTICLE I

OFFICES

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is located at 2929 - 24th Street, City and County of San Francisco, California. The board of directors may change the principal office from one location to another in this county. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. OTHER OFFICES. Branch or subordinate offices may at any time be established by the board of directors wherever the corporation is qualified to do business.

ARTICLE II

MEETINGS OF SHAREHOLDERS

Section 1. PLACE OF MEETINGS. All annual shareholders' meetings shall and all other shareholders' meetings shall be held either at the principal office or any other place within or outside the State of California that may be designated either by the board of directors in accordance with these bylaws, or by the written consent of all persons entitled to vote at the meeting, given either before or after the meeting and filed with the secretary of the corporation.

Section 2. ANNUAL MEETINGS. The annual shareholders' meetings shall be held on the first Thursday in April in each year at 11:00 a.m. However, if this day falls on a legal holiday, then the annual shareholders' meeting shall be held at the same time and place on the next succeeding full business day. Directors shall be elected, reports of the corporation's affairs shall be considered, and any other business within the shareholders' powers may be transacted at the annual shareholders' meeting.

Section 3. SPECIAL MEETINGS. A special shareholders' meeting for any purpose whatsoever may be called at any time by the president, the board of directors, or one or more shareholders holding not less than one fifth of the voting power of the corporation.

Section 4. NOTICE OF SHAREHOLDERS' MEETINGS. Notice of any shareholders' meeting that is not otherwise specifically dispensed with by these bylaws or that is required by law or

the articles of incorporation shall be given in writing to each shareholder entitled to receive it. All required notices shall be sent or otherwise given in accordance with this section not less than seven days before the meeting being noticed; shall specify the place, the day, and the hour of the meeting; and shall state any other matters that may be required by law, the articles of incorporation, or these bylaws. Notice of a special meeting shall also specify the general nature of the business to be transacted.

Section 5. VOTING. Unless a record date for voting purposes is fixed under these bylaws and subject to California Corporations Code sections 2218-2223, only persons who are owners of record of voting shares of the corporation on the third day before any meeting shall be entitled to vote these shares at the meeting. The candidates, up to the number of directors to be elected, receiving the highest number of votes shall be elected.

Section 6. QUORUM. The presence at any meeting of the persons entitled to vote a majority of the voting shares of the corporation shall constitute a quorum for the transaction of business. Shareholders present at a valid meeting at which a quorum is initially present may continue to do business until adjournment, even if shareholders withdraw leaving less than a quorum.

Section 7. WAIVER OR CONSENT BY ABSENT SHAREHOLDERS. The transactions at any annual or special shareholders' meeting, however called and noticed, shall be as valid as if held after

valid call and notice if a quorum is present, and if, either before or after the meeting, each person entitled to vote and not present signs either a written waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. Each waiver, consent, or approval given under this section shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. ACTION WITHOUT MEETING. Any action that may be taken at a shareholders' meeting under any provision of the California General Corporation Law may be taken without a meeting if a written authorization is signed by each person entitled to vote on the action at a meeting and this authorization is filed with the secretary of the corporation.

ARTICLE III

DIRECTORS

Section 1. POWERS. Subject to limitations in the articles of incorporation and the California General Corporation Law on action that must be authorized or approved by the shareholders, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the corporation's business and affairs shall be controlled by, the board of directors.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of directors shall be five (5) until changed by amendment of the articles of incorporation or, if not prohibited by the articles, by an amendment to this bylaw adopted by the shareholders. If the number of authorized directors is or becomes five or more, the number shall not be reduced below five without the vote or written consent of shareholders holding more than eighty percent (80%) of the voting power. Directors need not be residents of the State of California nor shareholders of the corporation.

Section 3. ELECTION AND TERM OF OFFICE. The directors shall be elected at each annual shareholders' meeting; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special shareholders' meeting held for that purpose. Each director shall hold office until his successor is elected.

Section 4. VACANCIES. Vacancies on the board of directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director, and each director elected in this manner shall hold office until his successor is elected at any annual or special shareholders' meeting.

Section 5. PLACE OF MEETINGS. Regular and special meetings of the board of directors shall be held at any place within or outside the State of California that is designated by resolution of the board or, either before or after the meeting, consented to in writing by all the board members. If consents are given, they shall be filed with the minutes of the meeting. If the place of a regular or special meeting is not fixed by resolution or written consents of the board, it shall be held at the corporation's principal office.

Section 6. ANNUAL MEETINGS. Immediately following each annual shareholders' meeting, the board of directors shall hold a regular meeting to organize, elect officers, and transact other business. Notice of this meeting shall not be required.

Section 7. SPECIAL MEETINGS. Special meetings of the board of directors for any purpose may be called at any time by the president or, if he is absent or unable or refuses to act, by any vice president or any two directors.

Written notice of the time and place of special meetings shall be provided to each director at least 24 hours before the meeting. Notice given to a director as provided in this section shall be proper, legal and personal notice.

Section 8. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn a meeting.

ARTICLE IV

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a president, a vice present, and a secretary - treasurer, and such other officers as the Board of Directors may from time to time determine.

Section 2. ELECTION. The officers of the corporation shall be chosen annually by the board of directors, and each shall hold his office until he resigns or is removed or otherwise disqualified to serve, or his successor is elected and qualified.

Section 3. DUTIES. The officers of the corporation shall perform such duties as may be required of them by the board of directors.

ARTICLE V

GENERAL CORPORATE MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS.

All checks, drafts, or other orders for payment of money, or notes or other evidences of indebtedness, issued in the name of or payable to the corporation shall be signed or endorsed by the person or persons and in the manner specified by the board of directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS: HOW EXECUTED. Except as otherwise provided in the bylaws, the board of directors may authorize one or more officers, agents, or employees to enter into any contract or execute any instrument in the corporation's name and on its behalf. This authority may be general or confined to specific instances. Unless expressly authorized by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

Section 3. ANNUAL REPORT. The annual report to shareholders referred to in Section 3006 of the Corporations Code is expressly dispensed with.

ARTICLE VI

AMENDMENTS

Section 1. AMENDMENT BY SHAREHOLDERS. New bylaws may be adopted or these bylaws may be amended or repealed by the persons entitled to vote a majority of the corporation's voting shares, or their proxies, or by the written assent of these persons, except as otherwise provided by law or the articles of incorporation.

Section 2. AMENDMENT BY DIRECTORS. Subject to the right of shareholders under these bylaws, bylaws may be adopted, amended, or repealed by the board of directors.